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COMPANIES HOUSE

Company Number 04347937

### **EKF DIAGNOSTICS HOLDINGS PLC ("the Company")**

At the Annual General Meeting of the Company duly held and convened at the offices of Canaccord 41 Lothbury London on 15<sup>th</sup> May 2013 at 2pm, the following ordinary and special resolutions were passed

#### **Ordinary Resolutions**

- 1 To receive and adopt the statement of accounts for the year ended 31 December 2012 together with the reports of the directors and the auditors thereon
- 2 To re-elect Adam Reynolds, who retires by rotation, as a director
- 3 To re-appoint Messrs Pricewaterhousecoopers as auditors to act as such until the conclusion of the next General Meeting of the Company at which the requirements of section 437 of the Companies Act 2006 are complied with and to authorise the directors of the Company to fix their remuneration
- 4 That in substitution for any existing such authority, the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "2006 Act") to allot Relevant Securities of the Company
  - (i) up to a maximum nominal amount of £272,762 76 (in pursuance of the exercise of outstanding share options granted by the Company but for no other purpose),
  - (ii) up to an aggregate nominal amount of £409,076 06 (in addition to the authorities conferred in sub-paragraphs (i) above) representing approximately 15% of the Company's Issued Share Capital,

such authorities (unless previously renewed, revoked or varied) to expire at the conclusion of the next Annual General Meeting of the Company to be held in 2014, save that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

#### **5 Special Resolution**

That, subject to the passing of the above Resolution the directors be given the general power to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by the Resolution above as if section 561(1) of the 2006 Act did not apply to any such allotments provided that this power shall be limited to

- (i) the allotment of equity securities on the exercise of the share options granted by the Company,
- (ii) the allotment of equity securities (otherwise than pursuant to sub-paragraphs (i) above) for cash in connection with any rights issue or pre-emptive offer in favour of holders of equity securities generally, and
- (iii) the allotment (otherwise than pursuant to sub-paragraphs (i) and (ii) above) of equity

securities for cash up to an aggregate nominal amount of £409,076 06 representing approximately 15% of the Company's Issued Share Capital,

provided that such power (unless previously renewed, revoked or varied) shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2014, save that the Company may, before such power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired



Chairperson